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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION,	:	Case No. 18-23538 (RDD)
<i>et al.,</i>	:	
	:	(Jointly Administered)
Debtors.	:	

**LIMITED OBJECTION OF EXPERIAN INFORMATION SOLUTIONS, INC.
TO NOTICE OF CURE COSTS AND POTENTIAL ASSUMPTION AND ASSIGNMENT
OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION WITH
GLOBAL SALE TRANSACTION**

Experian Information Solutions, Inc. (“**Experian**”), respectfully submits this limited objection (the “**Objection**”) to the assumption and assignment of the contracts listed at lines 2768 and 2769 of the Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (Docket No. 1731) (the “**Cure Notice**”) as “Automotive-Experian Information Solutions, Inc.-Data License Agreement” with an expiration date of November 4, 2021 (the “**Data License Agreement**”), and the “Automotive-Experian Information Solutions, Inc.- Mutual Data License Agreement” (no expiration date) (the “**Mutual Data License Agreement**” and, together with the Data License Agreement, the “**Agreements**”). In support of its Objection, Experian states as follows:

1. On October 15, 2018 (the “**Petition Date**”), Sears Holding Corporation (“**Sears**”) and related debtors (collectively, the “**Debtors**”) filed voluntary petitions for relief under chapter

11 of title 11 of the United States Code (11 U.S.C. §§ 101, *et seq.*, hereafter, the “**Bankruptcy Code**”).

2. Prior to the Petition Date, Experian was party to certain data license agreements and service agreements with the Debtors, including the Agreements.¹ In addition, several of Experian’s affiliates, including Experian Business Solutions Inc., Experian ConsumerInfo.com, Inc., and Experian Consumer Information Solutions, Inc. (collectively, the “**Experian Affiliates**”) also conducted business with the Debtors and are currently owed money relating thereto.

3. In the Cure Notice, the Debtors have listed the Agreements among the contracts that may be assumed in connection with the sale of their assets, but do not list any cure amount relating to the Agreements.

4. Nevertheless, the Debtors have failed to pay pre-petition charges for services provided pursuant to the terms of the Agreements in the total amount of \$7,646.67. In addition, the Debtors have not yet paid invoices for postpetition services under the Agreements totaling \$6,200. A list of these invoices follows:

SEARS HOLDINGS MANAGEMENT		AIS-452817	
<u>Invoice</u>	<u>Original Amount</u>	<u>Remaining Amount</u>	<u>Due Date</u>
1591238	\$ 3,100.00	\$ 3,100.00	26-Jan-19
1584682	\$ 3,100.00	\$ 3,100.00	27-Dec-18
1583587	\$ 3,100.00	\$ 1,446.67	28-Nov-18
1576794	\$ 3,100.00	\$ 3,100.00	27-Oct-18
1569936	\$ 3,100.00	\$ 3,100.00	26-Sep-18

¹ The Agreements contain confidential, proprietary information and therefore are not attached hereto. The Agreements will be produced subject to entry of an appropriate protective order.

Total		\$	13,846.67	
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These amounts, totaling \$13,846.67 (the “**Cure Amount**”) must be paid as a prerequisite to assumption.

5. In addition, the Debtors failed to pay, when due, debts to the Experian Affiliates totaling \$7,299.58 (the “**Affiliate Debts**”). Additional detail regarding the Affiliate Debts is set forth in Exhibit A. Given the unusually short time period allowed for the filing of objections to the Cure Notice, Experian is still investigating the extent to which the Affiliate Debts are covered by the Agreements. To the extent that either: (a) the Affiliate Debts, or a portion thereof, are covered by, or arise under the Agreements; or (b) the Debtors take the position that the Experian Affiliates are bound by the assumption and assignment of the Agreements to provide services to the purchaser, Experian objects to the assumption and assignment of the Agreements until appropriate portions of the Affiliate Debts are paid.

6. Experian does not contest the Debtors’ right to assume and assign the Agreements. However, if the Agreements are going to be assumed, the cure amount proposed by the Debtors is insufficient to cure the defaults as required under section 365(b)(1)(A) of the Bankruptcy Code. Experian objects to the assumption and assignment of the Agreements in the absence of payment of all amounts owed under the Agreements, including the Cure Amount and any portions of the Affiliate Debts covered by the Agreements.

7. Experian reserves the right to amend this Objection to the extent it determines that any additional amounts are due under the Agreements.

WHEREFORE, Experian Information Solutions, Inc., respectfully requests that this Court enter an order: (i) finding that the Debtors' cure obligation pursuant to section 365(b)(1)(A) of the Bankruptcy Code with respect to Experian is at least \$13,846.67; (ii) finding that, to the extent that the Experian Affiliates are covered by the Agreements, the Debtors' cure obligation pursuant to section 365(b)(1)(A) of the Bankruptcy Code with respect to Experian Affiliates is at least \$7,299.58; (iii) conditioning the Debtors' assumption of the Agreements upon the payment of all amounts due under section 365(b)(1)(A) of the Bankruptcy Code; and (iv) granting such further relief as this Court deems just.

Dated: January 25, 2019

Respectfully submitted,

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By: /s/ Joseph D. Frank
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***Counsel for Experian Information Systems, Inc.
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CERTIFICATE OF SERVICE

I, Joseph D. Frank, an attorney, hereby certify that on January 25, 2019 the **Limited Objection of Experian Information Solutions, Inc. To Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction** was filed electronically. Notice of the filing will be sent to all parties who are currently on the Court's Electronic Mail Notice List by operation of the Court's Electronic Filing System. A copy of the filing also was transmitted to the Notice Parties listed below via email or First Class U.S. Mail, properly addressed and postage paid as indicated.

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